UNITED STATES BANKRUPTCY COURT
FOR THE MIDDLE DISTRICT OF NORTH CAROLINA
GREENSBORO DIVISION

IN RE:	)	
	)	
ALEVO MANUFACTURING, INC. et al,	)	Case No. 17-50877
	)	Chapter 11
Debtor.		(Consolidated for purposes of administration only)

RESPONSE BY ACELEREX, INC. TO MOTION FOR APPROVAL OF PRIVATE SALE OF ASSETS OF ALEVO ANALYTICS AND ASSUMPTION AND ASSIGNMENT OF CERTAIN CONTRACTS

Acelerex, Inc., by and through counsel, pursuant to Section 1112(b) of the Bankruptcy Code, hereby responds to the Motion for Approval of Private Sale of Assets of Aleveo Analytics and Assumption and Assignment of Certain Contracts [DOC # 54] (the "Sale Motion") filed by the Debtor on September 1, 2017, and respectfully show the Court the following:

1. On August 18, 2017, (the Petition Date"), the above-caption debtor and Alevo, USA, Inc. filed their respective voluntary petitions for relief under Chapter 11 of the Bankruptcy Code. January 16, 2017 (the "Petition Date"), the Debtor filed a voluntary petition for relief under Chapter 11 of the Bankruptcy Code.

2. The Debtors continue to operate their business and manage their properties as debtors in possession pursuant to sections 1107(a) and 1108 of the Bankruptcy Code.

3. On September 1, 2017, the Debtor filed the Sale Motion, requesting the authority of the Bankruptcy Code to sell certain assets of the Debtor called "Alevo Analytics." The proposed purchaser of the Alevo Analytics assets is Enovation Partners.

The proposed purchase price is for such assets is $200,000 if the acquisition is approved by September 8, 2017. Thereafter, the purchase price is reduced to $70,000.

4. The Sale Motion sets out more completely the assets of Alevo Analytics to be sold, but largely includes: customer contracts and purchased orders, accounts receivable, current work product and prior client papers, intellectual property, software and databases, computer hardware including servers, laptops, supporting equipment, leases and licenses of software, in including 108 servers of SuperMicro supercomputer and associated hardware and software.

5. Acelerex, Inc. ("Acelerex") desires and is willing to buy the assets of Alevo Analytics as outlined in the Sale Motion for a purchase price of $235,000 if Bankruptcy Court approval is granted on or before September 8, 2017. After such date, the offered purchase price for the Alevo Analytics assets is $90,000.

6. Acelerex, Inc. is a Delaware corporation. Dr. Randell Johnson is a founder and majority shareholder of Acelerex, Inc. Dr. Johnson is the Chairman of the Board of Acelerex as well as the Chief Technology Officer. David Keefer is the Chief Executive Officer of Acelerex.

7. Dr. Johnson is a former Chief Analyst of the Alevo Group and the head of Alevo Analytics in charge of high performance computing, analytics, and software development. Dr. Johnson was the inventor of the Alevo Analytics GridMaestro suite of software routines for energy storage dispatch and control.

8. David Keefer is a former Chief Marketing Officer for the Debtor.

9. As former officers of the Debtors and Alevo Analytics, Dr. Johnson and Mr. Keefer possess unique and intimate knowledge about the hard assets of Alevo Analytics as well as its customer relationships and contracts.

10. In addition to the contracts sought to be assumed/assigned by Enovation, as part of its offer, Alevo Analytics would also require the assumption assignment of the following contracts:

i) Smart Wires Router Projects

ii) Kiwi Cleveland Potash Project

iii) NRC Analytics Project

iv) MASS CEC Analytic Project

11. If Acelerex is allowed to purchase the Alevo Analytics assets from the Debtors, Acelerex would also offer to provide fee earning consulting and advisory services to the Debtors or the successor or assigns of the Debtor if different owners emerge of the Alevo Group Battery Technology where Dr. Johnson and David Keefer understand the battery technology and would support strategy, sales, revenue models, and software and control systems for the battery technology.

12. Unlike the offer of Enovation Partners, there is no due diligence contingency associated with the offer by Acelerex because Acelerex is already aware what assets are being sold. However, prior to closing, Acelerex will need to inventory the assets to be sold and Acelerex requests the reasonable assistance and cooperation of the seller in this regard.

13. Acelerex has immediately available funds with which to be able to fund and close the proposed sale of the Alevo Analytics assets. If this Court approves the sale to Acelerex, then Acelerex and the Debtor will be required to draft and sign an agreeable Bill of Sale and such other requisite documents prior to closing.

WHEREFORE, the Debtor respectfully requests that the Court deny the Sale Motion inasmuch as it seeks the approval of a sale of the Alevo Analytics assets to

Enovation Partners, and instead, approve the sale of the Alevo Analytics assets to Acelerex, Inc. as outlined herein.

Respectfully submitted, this the 5th day of September, 2017.

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UNITED STATES BANKRUPTCY COURT
FOR THE MIDDLE DISTRICT OF NORTH CAROLINA
GREENSBORO DIVISION

IN RE:	)	
	)	
ALEVO MANUFACTURING, INC. et al,	)	Case No. 17-10814
	)	Chapter 11
Debtor.		(Consolidated for purposes of administration only)

CERTIFICATE OF SERVICE

I hereby certify that the foregoing **RESPONSE BY ACELEREX, INC. TO MOTION FOR APPROVAL OF PRIVATE SALE OF ASSETS OF ALEVO ANALYTICS AND ASSUMPTION AND ASSIGNMENT OF CERTAIN CONTRACTS** was served upon the following parties via this Court's ECF noticing service or by mailing a copy of same by first-class postage prepaid mail addressed as follows:

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This the 5th day of September, 2017.

/s/ Daniel C. Bruton
Daniel C. Bruton